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**UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA
 SAN FRANCISCO DIVISION**

In re: CATHODE RAY TUBE (CRT)
 ANTITRUST LITIGATION

Master File No. 3:07-md-05944-SC (N.D.
 Cal.)

MDL No. 1917

This Document Relates to: Individual Case
 No. 13-cv-2171 (SC)

DELL INC. AND DELL PRODUCTS L.P.,

PLAINTIFFS,

V.

HITACHI, LTD., *et al.*,

DEFENDANTS.

**DECLARATION OF MATTHEW D. KENT
 IN SUPPORT OF DELL INC. AND DELL
 PRODUCTS, L.P.'s ADMINISTRATIVE
 MOTION TO FILE DOCUMENTS UNDER
 SEAL**

1 I, **MATTHEW D. KENT**, declare as follows:

2 1. I am a senior associate with the law firm of Alston & Bird LLP, counsel for Plaintiffs
3 Dell Inc. and Dell Products L.P. (collectively, "Dell") in the above-captioned action currently pending
4 in the U.S. District Court for the Northern District of California. I submit this Declaration in Support
5 of Dell's Administrative Motion to File Documents Under Seal, related to the Direct Action Plaintiffs'
6 Response in Opposition to SDI Defendants' Motion for Partial Summary Judgment for Lack of
7 Standing as to their Sherman Act Damage Claims Based on CRT Product Purchases from Samsung
8 Electronics (the "Opposition to the SDI Motion for Summary Judgment"). I have personal knowledge
9 of the facts stated herein, and I could and would competently testify thereto if called as a witness.

10 2. I am a member in good standing of the State Bar of Georgia and am admitted to practice
11 before the U.S. District Court for the Northern District of Georgia. I have also been admitted to this
12 Court *pro hac vice* as counsel for Dell pursuant to the Court's Pretrial Order No. 1 in the MDL
13 Proceeding.

14 3. Pursuant to Civil Local Rules 7-11 and 79-5, and in accordance with this Court's
15 General Order No. 62, effective May 10, 2010, Dell, by and through its counsel, respectfully request an
16 Order permitting it to file under seal portions of Plaintiffs' Opposition to the SDI Motion for Summary
17 Judgment and Exhibits 1-2, 9-10, 13, 16, 21-24, 28, 34, 37-46, and 51 to the Declaration of Debra D.
18 Bernstein in Support of Plaintiffs' Opposition to the SDI Motion for Summary Judgment ("Bernstein
19 Declaration").

20 4. **Exhibit 1** to the Bernstein Declaration is a copy of the April 15, 2014, Expert Report of
21 Dr. Stephan Haggard, which is designated by Dell as Highly Confidential. Exhibit 1 contains
22 confidential, non-public information regarding Defendant Samsung SDI Co., Ltd. ("Samsung SDI")
23 and Samsung Electronics ("Samsung Electronics"). In addition, Exhibit 1 contains excerpts from or
24 references to materials designated by other parties as "Confidential" or "Highly Confidential" under
25 the Protective Order.

26 5. **Exhibit 2** to the Bernstein Declaration is a copy of the July 10, 2014 deposition
27 testimony of Dr. Stephan Haggard, which was designated by Dell as Highly Confidential for
28 Defendants.

1 6. **Exhibit 9** to the Bernstein Declaration is a copy of the March 28, 2013 deposition
2 testimony of Deok-Yun Kim, which is designated by Defendants as Highly Confidential.

3 7. **Exhibit 10** to the Bernstein Declaration is a copy of the August 28, 2014 deposition
4 testimony of Ricky E. Ratley, which is designated by Dell as Highly Confidential. Dell considers this
5 information to be confidential and sensitive business information, the public disclosure of which would
6 be harmful to Dell.

7 8. **Exhibit 13** to the Bernstein Declaration is a copy of the Samsung SDI Defendants
8 Responses to Dell Plaintiffs' Second Set of Requests for Admission, which is designated by
9 Defendants as Confidential.

10 9. **Exhibit 16** to the Bernstein Declaration is a copy of the Samsung Electronics
11 Responses to Dell's First Set of Requests for Admission, which is designated by Samsung Electronics
12 as Confidential.

13 10. **Exhibit 21** to the Bernstein Declaration is a copy of the June 6-7, 2012 Rule 30(b)(6)
14 deposition testimony of Jae In Lee, which is designated by Defendants as Highly Confidential.

15 11. **Exhibit 22** to the Bernstein Declaration is a copy of the July 26, 2012 deposition
16 testimony of Jae In Lee, which is designated by Defendants as Highly Confidential.

17 12. **Exhibit 23** to the Bernstein Declaration is a copy of the March 22, 2013 deposition
18 testimony of Sang Kyu Park, which is designated by Defendants as Highly Confidential.

19 13. **Exhibit 24** to the Bernstein Declaration is a copy of the July 16, 2012 deposition
20 testimony of Kim London, which is designated by Samsung Electronics and other Defendants as
21 Highly Confidential.

22 14. **Exhibit 28** to the Bernstein Declaration is a copy of a Samsung SDI PowerPoint
23 Presentation titled "CDT Business Status" and dated September 12, 2002, at Bates No. SDCRT-
24 0067736, which is designated by Samsung SDI as Highly Confidential.

25 15. **Exhibit 34** to the Bernstein Declaration is a copy of the Direct Action Purchasers'
26 September 5, 2014 "Supplemental Attachment A to Certain Direct Action Plaintiffs' Responses to
27 Various Interrogatories," which was produced by certain Direct Action Plaintiffs in response to
28

Defendants' discovery requests. These discovery responses were marked Confidential by certain Direct Action Plaintiffs.

16. **Exhibit 37** to the Bernstein Declaration is a copy of a "Full Network of Samsung Intra-Group Shareholdings (1998, 2002, 2007)" originally attached as supporting material to the April 15, 2014 Expert Report of Stephen Haggard, which is designated by Dell as Confidential. Exhibit 37 contains confidential, non-public information regarding Samsung SDI and Samsung Electronics. In addition, Exhibit 37 contains excerpts from or references to materials designated by other parties as "Confidential" or "Highly Confidential" under the Protective Order.

17. **Exhibit 38** to the Bernstein Declaration is a copy of an August 18, 2014 letter from Astor H.L. Heaven of Crowell Moring LLP to Ian Simmons of O'Melveny & Myers, which contains confidential negotiations between counsel for certain Direct Action Plaintiffs and counsel for Samsung Electronics. In addition, Exhibit 38 contains excerpts from or references to materials designated by other parties as "Confidential" or "Highly Confidential" under the Protective Order.

18. **Exhibit 39** to the Bernstein Declaration is a copy of an August 22, 2014 letter from Ian Simmons of O'Melveny & Myers LLP to Astor H.L. Heaven of Crowell Moring, which contains confidential negotiations between counsel for certain Direct Action Plaintiffs and counsel for Samsung Electronics.

19. **Exhibit 40** to the Bernstein Declaration is a copy of an August 29, 2014 email from Astor H.L. Heaven of Crowell Moring LLP to Ian Simmons of O'Melveny & Myers, which contains confidential negotiations between counsel for certain Direct Action Plaintiffs and counsel for Samsung Electronics. In addition, Exhibit 40 contains excerpts from or references to materials designated by other parties as "Confidential" or "Highly Confidential" under the Protective Order.

20. **Exhibit 41** to the Bernstein Declaration is a copy of a "Samsung SDI Personnel Profiles Summary (1998-2007)" originally attached as supporting material to the April 15, 2014 Expert Report of Stephen Haggard, which is designated by Dell as Confidential. Exhibit 41 contains confidential, non-public information regarding Defendant Samsung SDI Co., Ltd. and Samsung Electronics Co., Ltd. In addition, Exhibit 41 contains excerpts from or references to materials designated by other parties as "Confidential" or "Highly Confidential" under the Protective Order.

21. **Exhibit 42** to the Bernstein Declaration is a correct copy of a “Summary of Long Term Supply Contracts (1998-2001)” originally attached as supporting material to the April 15, 2014 Expert Report of Stephen Haggard, which is designated by Dell as Confidential. Exhibit 41 contains confidential, non-public information regarding Defendant Samsung SDI Co., Ltd. and Samsung Electronics Co., Ltd. In addition, Exhibit 41 contains excerpts from or references to materials designated by other parties as “Confidential” or “Highly Confidential” under the Protective Order.

22. **Exhibit 43** to the Bernstein Declaration is a true and correct copy of Samsung SDI’s December 30, 2002 “Samsung Electronics 2003 Sales Strategy,” at Bates No. SDCRT-0005996-SDCRT-0006040, accompanied by a certified English translation. Exhibit 43 is designated by Samsung SDI as Highly Confidential.

23. **Exhibit 44** to the Bernstein Declaration is a copy of the Samsung SDI Defendants’ Supplemental Responses to Direct Purchaser Plaintiffs’ First Set of Interrogatories, Nos. 4 and 5, which is designated by Defendants as Confidential.

24. **Exhibit 45** to the Bernstein Declaration is a copy of the Samsung SDI Co., Ltd.’s Responses to Dell Plaintiffs’ First Set of Interrogatories, which is designated by Defendants as Confidential.

25. **Exhibit 46** to the Bernstein Declaration is a copy of the Samsung SDI Co., Ltd.’s Responses to Dell Plaintiffs’ First Set of Requests for Admission, which is designated by Defendants as Confidential.

26. **Exhibit 51** to the Bernstein Declaration is a copy of the July 17, 2012 Rule 30(b)(6) deposition testimony of Steve Panosian, which is designated by Samsung Electronics and other Defendants as Highly Confidential.

27. The Opposition to the SDI Motion for Summary Judgment refers to or contains excerpts from the above Exhibits. These references or excerpts are identified in the Opposition to the SDI Motion for Summary Judgment with yellow highlighting. An unredacted copy of the Motion with yellow highlighting is being submitted to Chambers.

28. Accordingly, Dell requests that the documents identified herein (or relevant portion thereof) be filed under seal.

1 I declare under penalty of perjury under the laws of the United States of America that the
2 foregoing is true and correct.

3 Executed on December 22, 2014, in Atlanta, Georgia.

4 By: /s/ Matthew D. Kent
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12 *Attorney for Plaintiffs Dell Inc. and Dell Products L.P*